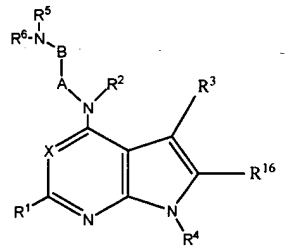
Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application. Please cancel claim 76 and amend claim 1 as follows:

WHAT IS CLAIMED IS:

1. (currently amended) A compound selected from ~~Formula~~ Formulae II, IV, V, VII-IX and XI



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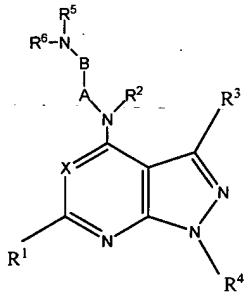

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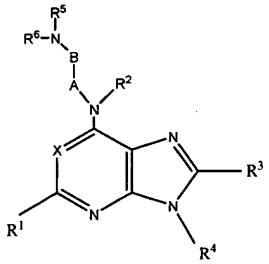

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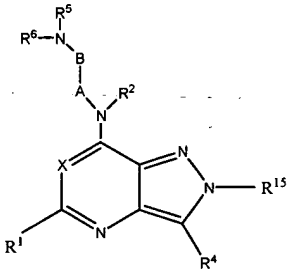

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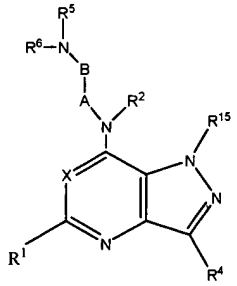
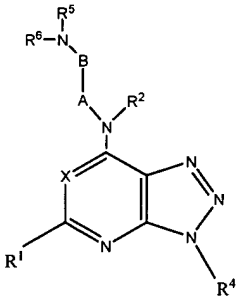
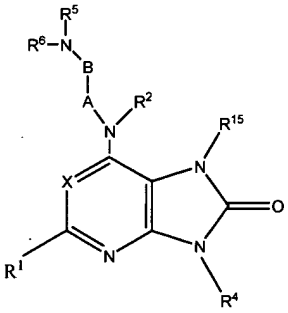


VIII



IX



XI

or a pharmaceutically acceptable salt thereof, wherein

X is C (carbon);

R^1 is selected from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, cyano, halo, C_1-C_6 haloalkyl, OR^7, C_1-C_6 alkyl-OR^7; C_1-C_6

cyanoalkyl, NR^8R^9, C_1-C_6 alkyl-NR^8R^9;

R^2 is H,

C_1-C_6 alkyl which optionally forms a C_3-C_6 aminocarbocycle or a C_2-C_5 aminoheterocycle with A or B, each optionally substituted at each occurrence with R^7,

C_3-C_{10} cycloalkyl, or

(C_3-C_{10} cycloalkyl) C_1-C_6 alkyl;

or R^2 and R^6 jointly with the 2 nitrogen atoms to which they are bound a C_2-C_5 aminoheterocycle optionally substituted with R^7;

A is $(CH_2)_m$, where m is 1,2 or 3 and is optionally mono- or di-substituted on each occurrence with C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 alkynyl, cyano, halo, C_1-C_6 haloalkyl, OR^7, C_1-C_6 alkyl-OR^7; C_1-C_6 cyanoalkyl, NR^8R^9, C_1-C_6 alkyl-NR^8R^9, or

A and B jointly form a C_3-C_6 carbocycle, optionally substituted at each occurrence with R^7

or,

A and R^2 jointly form a C_3-C_6 aminocarbocycle or a C_2-C_5 aminoheterocycle optionally substituted at each carbon occurrence with R^7;

B is $(CH_2)_n$, where n is 1,2 or 3 and is optionally mono- or di-substituted on each carbon atom with C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, cyano, halo, C_1-C_6 haloalkyl, OR^7, C_1-C_6 alkyl-OR^7; C_1-C_6 cyanoalkyl, NR^8R^9, C_1-C_6 alkyl-NR^8R^9, or

B and R^2 jointly form a C_3-C_6 aminocarbocycle or a C_2-C_5 aminoheterocycle optionally substituted at each carbon occurrence with R^7;

R^3 and R^{16} are independently selected at each occurrence from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_1-C_6 alkenyl, C_2-C_6 alkynyl, cyano, halogen, C_1-C_6 haloalkyl, OR^7, C_1-C_6 alkyl-OR^7, C_1-C_6 cyanoalkyl, NR^8R^9, C_1-C_6 alkyl-NR^8R^9;

R^4 is selected from aryl or heteroaryl, each optionally substituted with 1 to 5 substituents independently selected at each occurrence from C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkenyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_1-C_6 alkenyl, halogen, C_1-C_6 haloalkyl, trifluromethylsulfonyl, OR^7, C_1-C_6 alkyl-OR^7, NR^8R^9, C_1-C_6 alkyl-NR^8R^9, $CONR^8R^9$, C_1-C_6 alkyl-$CONR^8R^9$, $COOR^7$, C_1-C_6 alkyl-$COOR^7$, CN, C_1-C_6 alkyl-CN, $SO_2NR^8R^9$, SO_2R^7, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), with the proviso that at least one of the positions ortho or para to the point of attachment of the aryl or heteroaryl ring to the heterocyclic core is substituted;

R^5 is selected from:

C_1-C_6 alkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, each of which is substituted with 1 to 5 groups independently selected at each occurrence from halo, C_1-C_2 haloalkyl, OR^7, cyano, NR^8R^9, $CONR^8R^9$, $COOR^7$, $SO_2NR^8R^9$, SO_2R^7, $NR^{11}CO$ R^{12}, N $R^{11}SO_2R^7$;

C_1-C_6 arylalkyl, C_1-C_6 heteroarylalkyl, C_5-C_8 arylcycloalkyl, or C_5-C_8 heteroarylcycloalkyl, where aryl is phenyl or naphthyl, and heteroaryl is 2-,3-, or 4-pyridyl, 2-, 4- or 5-pyrimidinyl, triazinyl, 1-, 2-, or 4-imidazolyl, 2-, 4-, or 5-oxazolyl, isooxazolyl, indolyl, pyrazolyl, 1-, 3- or 4-triazolyl, 2-triazinyl, 2-pyrazinyl, 2-, or 3-furanyl, 2-, or 3-thienyl, 2-, or 3-benzothienyl, or 1-, 2- or 5-tetrazolyl, each of which is optionally substituted with 1 to 5 substituents independently selected at each occurrence from C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkenyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_1-C_6 alkenyl, halogen, C_1-C_6 haloalkyl, trifluromethylsulfonyl, OR^7, NR^8R^9, C_1-C_6 alkyl-OR^7, C_1-C_6 alkyl-NR^8R^9, $CONR^8R^9$, $COOR^7$, CN, $SO_2NR^8R^9$, SO_2R^7, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), wherein ~~with the proviso that~~ 2 adjacent alkyl substituents can optionally form together a C_3-C_{10} cycloalkyl ring, a C_3-C_{10} cycloalkenyl ring or a heterocycloalkyl ring;

C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_3-C_{10} cycloalkenyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, each of which is optionally with 1 to 6 substituents independently selected at each occurrence from C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkenyl, (C_3-C_{10}

cycloalkyl) C_1-C_6 alkyl, C_1-C_6 alkenyl, halogen, C_1-C_6 haloalkyl, OR^7, NR^8R^9, with the proviso that when two OR^7 or NR^8R^9 substituents are geminally located on the same carbon R^7 is not H and they can form together a C_2-C_4 ketal, oxazoline, oxazolidine, imidazoline, or imidazolidine heterocycle, C_1-C_6 alkyl-OR^7, C_1-C_6 alkyl-NR^8R^9, $CONR^8R^9$, $COOR^7$, CN, oxo, hydroximino, C_1-C_6 alkoximino, $SO_2NR^8R^9$, SO_2R^7, heterocycloalkyl, aryl, heteroaryl, where aryl or heteroaryl is optionally substituted with 1 to 5 substituents independently selected at each occurrence from C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkenyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_1-C_6 alkenyl, halogen, C_1-C_6 haloalkyl, trifluromethylsulfonyl, OR^7, NR^8R^9, C_1-C_6 alkyl-OR^7, C_1-C_6 alkyl-NR^8R^9, $CONR^8R^9$, $COOR^7$, CN, $SO_2NR^8R^9$, SO_2R^7, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), wherein ~~with the proviso that~~ 2 adjacent alkyl substituents can optionally form together a C_3-C_{10} cycloalkyl ring, a C_3-C_{10} cycloalkenyl ring or a heterocycloalkyl ring;

aryl or heteroaryl, optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkenyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_1-C_6 alkenyl, halogen, C_1-C_6 haloalkyl, trifluromethylsulfonyl, OR^7, NR^8R^9, C_1-C_6 alkyl-OR^7, C_1-C_6 alkyl-NR^8R^9, $CONR^8R^9$, $COOR^7$, CN, $SO_2NR^8R^9$, SO_2R^7, aryl, heteroaryl, heterocycloalkyl, 3-, 4-, or 5-(2-oxo-1,3-oxazolidinyl), wherein ~~with the proviso that~~ 2 adjacent alkyl substituents may optionally form together a C_3-C_{10} cycloalkyl ring, a C_3-C_{10} cycloalkenyl ring or a heterocycloalkyl ring; or

3- or 4-piperidinyl, 3-pyrrolidinyl, 3- or 4- tetrahydropyranyl, 3-tetrahydrofuranyl, 3- or 4-tetrahydropyranyl, 3-tetrahydrofuranyl, 3- or 4-tetrahydrothiopyranyl, 3- or 4-(1,1-dioxo) tetrahydrothiopyranyl, 1-azabicyclo[4.4.0]decyl, 8-azabicyclo[3.2.1]octanyl, norbornyl, quinuclidinyl, each optionally substituted with 1 to 5 substituents independently selected at each occurrence from R^7, C_1-C_6 alkyl-OR^7, C_1-C_6 alkyl-NR^8R^9, $CONR^8R^9$, $COOR^7$;

R^6 is selected from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_2-C_4 alkenyl, C_1-C_6 arylalkyl, C_1-C_6 heteroarylalkyl where aryl or heteroaryl are optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen, C_1-C_6 haloalkyl, OR^{13}, NR^8R^9, C_1-C_6 alkyl-OR^{13}, C_1-C_6 alkyl-NR^8R^9,

$CONR^8R^9$, $COOR^7$, CN, $SO_2NR^8R^9$, SO_2R^7,

or R^6 and R^2, as mentioned above, jointly form, with 2 nitrogen atoms to which they are bound a C_2-C_5 aminoheterocycle optionally substituted at each position with R^7;

R^7 is H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkenyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_1-C_3 haloalkyl,

or heterocycloalkyl, C_1-C_8 alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, C_1-C_8 alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl, C_1-C_6 arylalkyl or C_1-C_6 heteroarylalkyl each optionally substituted with 1 to 5 substituents independently selected at each occurrence from halogen, C_1-C_6 haloalkyl, OR^{13}, NR^8R^9, C_1-C_6 alkyl-OR^{13}, C_1-C_6 alkyl-NR^8R^9, $CONR^8R^9$, $COOR^{13}$, CN, $SO_2NR^8R^9$, and SO_2R^{13}, with the proviso that when R^7 is SO_2R^{13}, R^{13} cannot be H;

R^8 and R^9 are independently selected at each occurrence from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_2-C_6 alkenyl, C_3-C_{10} cycloalkenyl, C_2-C_6 alkynyl, heterocycloalkyl, C_1-C_8 alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl, C_1-C_6 arylalkyl or C_1-C_6 heteroarylalkyl, or R^8 and R^9, taken together, can form a C_3-C_6 aminocarbocycle or a C_2-C_5 aminoheterocycle each optionally substituted at each occurrence with C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_3-C_{10} cycloalkenyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_1-C_3 haloalkyl, or heterocycloalkyl, C_1-C_8 alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, C_1-C_8 alkanoyl, aroyl, heteroaroyl, aryl, heteroaryl, C_1-C_6 arylalkyl or C_1-C_6 heteroarylalkyl;

R^{11} is selected from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl;

R^{12} is selected from H, aryl, heteroaryl, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, optionally substituted with OR^7, NR^8R^9, C_3-C_6 aminocarbocycle, or C_2-C_5 aminoheterocycle;

R^{13} is independently selected at each occurrence from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-

C_{10} cycloalkyl) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_6 haloalkyl, with the proviso that for $SO_2NR^8R^9$, SO_2R^{13}, R^{13} cannot be H;

~~R^{14} is H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_2-C_4 alkenyl, C_2-C_4 alkynyl, halo, or CN;~~ and

R^{15} is selected at each occurrence from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, (C_3-C_{10} cycloalkyl) C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_2-C_6 alkyl-OR^7, C_2-C_6 cyanoalkyl, C_2-C_6 alkyl-NR^8R^9.

2-91. (canceled)